

MICHALAK MICHAEL H
 Form 4
 January 25, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MICHALAK MICHAEL H

(Last) (First) (Middle)
 1717 MAIN STREET, MC 6406
 (Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 COMERICA INC /NEW/ [CMA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/23/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Chief Risk Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	01/23/2018		A		1,690 (1)	A	\$ 0 37,030 (2)	D
Common Stock	01/24/2018		M		15,000	A	\$ 34.78 52,030 (3)	D
Common Stock	01/24/2018		F(4)		8,232	D	\$ 95.53 43,798 (3)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 34.78	01/24/2018		M	15,000	01/26/2011 ⁽⁵⁾	01/26/2020	Common Stock	1
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 ⁽⁵⁾	01/25/2021	Common Stock	8
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 ⁽⁵⁾	01/24/2022	Common Stock	8
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 ⁽⁵⁾	01/22/2023	Common Stock	2
Employee Stock Option (right to buy)	\$ 49.51					01/21/2015 ⁽⁵⁾	01/21/2024	Common Stock	1
Employee Stock Option (right to buy)	\$ 42.32					01/27/2016 ⁽⁵⁾	01/27/2025	Common Stock	3
Employee Stock Option (right to buy)	\$ 32.97					01/26/2017 ⁽⁵⁾	01/26/2026	Common Stock	4

buy)

Employee
Stock

Option \$ 67.66
(right to
buy)

01/24/2018⁽⁵⁾ 01/24/2027

Common
Stock

Employee
Stock

Option \$ 95.25 01/23/2018
(right to
buy)

A 2,115

01/23/2019⁽⁵⁾ 01/23/2028

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHALAK MICHAEL H 1717 MAIN STREET MC 6406 DALLAS, TX 75201			EVP - Chief Risk Officer	

Signatures

/s/ Jennifer S. Perry, on behalf of Michael H. Michalak through Power of Attorney

01/25/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock units awarded under Issuer's Long-Term Incentive Plan.
- (2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of January 23, 2018.
- (3) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of January 24, 2018.
- (4) Shares were withheld to satisfy tax withholding obligations and pay exercise price.
- (5) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.